

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** : **Chapter 11 Case No.**  
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**LEHMAN BROTHERS HOLDINGS INC., et al.,** : **08-13555 (JMP)**  
:  
**Debtors.** : **(Jointly Administered)**  
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**ORDER TO SHOW CAUSE AND NOTICE FIXING HEARING DATE TO CONSIDER  
DEBTORS' MOTION PURSUANT TO SECTIONS 105, 365, AND 554(a) OF THE  
BANKRUPTCY CODE TO ESTABLISH PROCEDURES FOR THE  
ASSUMPTION AND ASSIGNMENT OR REJECTION OF EXECUTORY CONTRACTS  
AND UNEXPIRED LEASES OF PERSONAL AND NON-RESIDENTIAL REAL  
PROPERTY AND ABANDONMENT OF RELATED PERSONAL PROPERTY**

Upon the motion, dated September 26, 2008 (the "Contract Procedures Motion"), of Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), pursuant to sections 105, 365, and 554(a) of the Bankruptcy Code to establish procedures for the assumption and assignment or rejection of executory contracts and unexpired leases of personal and non-residential real property and abandonment of related personal property; and upon the Affidavit of Shai Y. Waisman Pursuant to Local Bankruptcy Rule 9077-1(a) (the "Affidavit") attesting to the necessity for relief by Order to Show Cause; and it appearing that no notice of this Order to Show Cause need be given, except as provided herein; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that a hearing (the "Hearing") to consider the Contract Procedures Motion shall be held before the Honorable James M. Peck, United States Bankruptcy Judge, in

Courtroom 601, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 on **October [2], 2008, at [3:00 p.m.] (New York Time)**, or as soon thereafter as counsel may be heard; and it is further

ORDERED that notice of the Hearing shall be given by sending a copy of this Order to Show Cause, the Contract Procedures Motion, and the proposed order on the Contract Procedures Motion, via email, fax or overnight mail, on or before **September [\_\_], 2008**, to (i) the United States Trustee for the Southern District of New York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the attorneys for the Debtors' postpetition lenders; (iv) the Securities and Exchange Commission; (v) the Internal Revenue Service; (vi) the United States Attorney for the Southern District of New York; (vii) the attorneys for James Giddens as SIPA Trustee for Lehman Brothers Inc.; and (viii) all parties who have requested notice in these chapter 11 cases; and it appearing that no other or further notice need be provided; and it is further

ORDERED that objections and responses, if any, to the Contract Procedures Motion must objection or response to the Motions must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York, and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System can be found at <http://www.nysb.uscourts.gov>, the official website for the Bankruptcy Court), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format (with a hard-copy delivered directly to Chambers), and shall be served in accordance with

General Order M-242, upon (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, (Attn: Richard P. Krasnow, Esq., Lori R. Fife, Esq., Shai Y. Waisman, Esq., and Jacqueline Marcus, Esq.), attorneys for the Debtors; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Andy Velez-Rivera, Paul Schwartzberg, Brian Masumoto, Linda Riffkin, and Tracy Hope Davis); (iv) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, (Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq., and Evan Fleck, Esq.), attorneys for the official committee of unsecured creditors appointed in these cases; (v) the attorneys for any other official committee(s) appointed in these chapter cases; (vi) Cleary Gottlieb LLP, One Liberty Plaza, New York, NY 10006, (Attn: Lindsee P. Granfield, Esq. and Lisa Schweitzer, Esq.) and Sullivan & Cromwell LLP, 125 Broad Street, New York, NY 10004, (Attn: Robinson B. Lacy, Esq. and Hydee R. Feldstein, Esq.), attorneys for the Debtors' postpetition lenders; (vii) Hughes Hubbard & Reed LLP, One Battery Park Plaza, New York, NY 10004 (Attn: James B. Kobak, David Wiltenburg, and Jeff Margolin), attorneys for James Giddens as SIPA Trustee for Lehman Brothers Inc.; and (viii) any person or entity entitled to receive notice of the Motion in these cases, so as to be received no later than **October [1], 2008 at [4:00 p.m.]** (prevailing Eastern time).

Dated: September \_\_, 2008  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE